

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
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BH S&B HOLDINGS LLC, <u>et al.</u> ,	: Case No.: 08-14604 (MG)
	:
Debtors.	: Jointly Administered
	:
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**ORDER GRANTING DEBTORS' AND COMMITTEE'S JOINT
FIRST OMNIBUS OBJECTION TO ADMINISTRATIVE CLAIMS**
(Duplicate or Superseded Administrative Claims)

Upon the joint first omnibus objection (the "Objection")¹ of the Debtors and the Committee to the administrative claims set forth in Exhibit A to the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and sufficient cause exists for granting the Objection to the extent set forth herein; and upon the record of these Chapter 11 cases and the hearing held on October 1, 2009, to consider the Objection; and it appearing that the Duplicate Claims listed on Exhibit A hereto were either filed against the same debtors, for the same dollar amount, and on account of the same obligation as the corresponding surviving claims or were filed against different debtors but are otherwise identical; and it appearing that the Superseded Claims listed on Exhibit A hereto have either been amended or superseded by their respective surviving claims; and it appearing that the relief granted herein is appropriate in the context of these cases and in the best interests of the

¹ Capitalized terms used but not defined herein shall have the meaning set forth in the Objection.

Debtors and their respective estates, their creditors, and all other parties-in-interest; and it appearing that notice of the Objection was adequate and proper under the circumstances of these cases, and it appearing that no other or further notice need be given; it is hereby

ORDERED that the Duplicate Claims and the Superseded Claims listed on Exhibit A hereto are hereby disallowed and expunged; and it is further

ORDERED that a further hearing to consider the relief requested in the Objection as it relates to administrative claim numbers 146, 149, 156, 204, 205, 207, 208, 209, 398, 399, 402, 500, 518 through 524, and 647 will be held on November 3, 2009 at 2:00 PM; and it is further

ORDERED that nothing in the Objection or this Order shall be construed as a waiver of the Debtors' or the Committee's right to object to any surviving claims on other grounds or to amend the Objection; and it is further

ORDERED that the Debtors and the Committee are authorized to take all actions necessary to effectuate the terms of this Order; and it is further

ORDERED that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
October 9, 2009

/s/ Martin Glenn
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Duplicate Claims¹ or Superseded Claims²

Claimant Name	Claim No.	Date Filed	Reason for Disallowance	Surviving Claim No.	Mailing Address	Admin Claim Amount	Asserted Nature	Debtor Name
Alef Custom Packaging	271	2/27/2009	Duplicate Claim	237	William J. Levant, Esq. Kaplin Stewart 910 Harvest Drive PO Box 3037 Blue Ball, PA 19422	\$42,021.25	Administrative Priority	BH S&B Holdings LLC
Corum Station I LLC	440	3/26/2009	Duplicate Claim	435	Brian D. Womac Womac & Associates 820 Gessner, Suite 1540 Houston, TX 77024	\$623,323.07	Administrative Priority	BH S&B Retail LLC
Empire Schuylkill, L.P.	384	3/11/2009	Duplicate Claim	383	Jeffrey Kurtzman, Esq. Klehr, Harrison, Harvey, Barnzburg & Ellers LLP 260 S. Broad St. Philadelphia, PA 19102	\$9,141.85	Administrative Priority	BH S&B Retail LLC
Fairlane Town Center LLC	264	2/20/2009	Duplicate Claim	158	Andrew S. Conway 200 East Long Lake Rd Ste 300 Bloomfield Hills, MI 48304	\$0.00	Administrative Priority	BH S&B Holdings LLC

¹ The grounds to objecting to each duplicate claim can be found on pages 2-4 of the Objection.

² The grounds to objecting to each superseded claim can be found on pages 2-4 of the Objection.

Claimant Name	Claim No.	Date Filed	Reason for Disallowance	Surviving Claim No.	Mailing Address	Admin Claim Amount	Asserted Nature	Debtor Name
Kawasaki Kisen Kaisha Ltd. and “K” Line America, Inc.	473	3/26/2009	Duplicate Claim	474	Daniel K. Astin, Esq. Ciardi Ciardi & Astin 919 N. Market St., Suite 700 Wilmington, DE 19801	\$19,650	Administrative Priority	BH S&B Intermediate Holdco LLC
Kawasaki Kisen Kaisha Ltd. and “K” Line America, Inc.	475	3/26/2009	Duplicate Claim	474	Daniel K. Astin, Esq. Ciardi Ciardi & Astin 919 N. Market St., Suite 700 Wilmington, DE 19801	\$19,650	Administrative Priority	BH S&B Retail LLC
Kawasaki Kisen Kaisha Ltd. and “K” Line America, Inc.	476	3/26/2009	Duplicate Claim	474	Daniel K. Astin, Esq. Ciardi Ciardi & Astin 919 N. Market St., Suite 700 Wilmington, DE 19801	\$19,650	Administrative Priority	BH S&B Lico LLC
Kawasaki Kisen Kaisha Ltd. and “K” Line America, Inc.	501	3/26/2009	Duplicate Claim	474	Daniel K. Astin, Esq. Ciardi Ciardi & Astin 919 N. Market St., Suite 700 Wilmington, DE 19801	\$19,650	Administrative Priority	Heritage Licensing LLC
Kawasaki Kisen Kaisha Ltd. and “K” Line America, Inc.	502	3/26/2009	Duplicate Claim	474	Daniel K. Astin, Esq. Ciardi Ciardi & Astin 919 N. Market St., Suite 700 Wilmington, DE 19801	\$19,650	Administrative Priority	Cubical Licensing LLC
Kawasaki Kisen Kaisha Ltd. and “K” Line America, Inc.	503	3/26/2009	Duplicate Claim	474	Daniel K. Astin, Esq. Ciardi Ciardi & Astin 919 N. Market St., Suite 700 Wilmington, DE 19801	\$19,650	Administrative Priority	BH S&B Distribution LLC
Pasadena ATM LLC	529	3/30/2009	Duplicate Claim	236	Attn: Michael Schlesinger C/O Cambra Realty 9701 Wilshire Blvd. Beverly Hills, CA 90212	\$446.57	Administrative Priority	BH S&B Holdings LLC